

Instructions for [Form C-100B](#)
RESTATED CERTIFICATE for NON-PROFIT CORPORATIONS
(Title15A)

These forms may be used as templates when restating the Articles of the Certificate of Incorporation. Both the Restated Certificate of Incorporation **AND** the Certificate required to be filed with the Restated Certificate of Incorporation must be submitted.

STATUTORY FEE \$75

The MANDATORY fields are:

Heading

List the name as it appears on the records of the State Treasurer. If changing the corporation name, indicate the old name.

Field #1 --Business Name

List the name as it appears on the records of the State Treasurer. If changing the corporation name, indicate the new name.

Field #'s 3 & 4 --Registered Agent And Office

Enter the current agent. The agent may be an individual or corporation duly registered and in good standing with the State Treasurer. Provide a New Jersey **street address**. A PO box may be used only if the street address is listed as well.

Field # 5 -- Purpose

List the purpose of the corporation (brief descriptive statement regarding the type of business that the corporation is conducting including IRS required wording). If the purpose is changing, indicate both the original and the new purpose.

Field # 6 -- Members

Indicate whether or not the corporation will have members. If there are members, state whether the member qualification is specified in the by-laws. If not, provide the qualifications.

Field # 7 – Duration (optional)

Enter the period of time that the corporation is to exist. The words “Perpetual,” “Unlimited,” or “Forever” are acceptable.

Field # 8 -- Management

List the total number of trustees (minimum of 3) **and** provide the name and street address of each. The trustee address cannot be that of the corporation.

Field # 9 – Election of Trustees

Indicate whether the election of trustees is set forth in the by-laws. If not, provide the method.

Field # 10 – Distribution of Assets

Indicate whether the distribution of assets is set forth in the by-laws. If not, provide the method of distribution.

Field # 11 – Other Provisions (as needed)

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 30 days after the filing date.

EXECUTION (DATE/SIGNATURE)

Have the chairman, president or vice-president sign. Also, list the date of execution (signature).

ATTACHMENT – (REQUIRED)

Attach a fully executed Certificate Required to be filed with the Restated Certificate of Incorporation that includes:

Field # 1 -- Business Name

List the name as it appears on the records of the State Treasurer. If changing the corporation name, indicate the new name.

Field # 2 – Adoption

Indicate the date the restated Certificate of Incorporation was adopted.

Field # 3 -- Voting

- Indicate whether or not there are members.
- If there are members, indicate the number of members entitled to vote, and the number of votes cast for and against; OR that the members gave unanimous written consent without a meeting. Provide the date of adoption.
- If there are no members, indicate either: the number of trustees voting for or against along with the number of trustees present at the meeting; OR that the trustees gave unanimous written consent without a meeting. Provide the date of adoption.

Field # 4 -- Intent

Specify whether the corporation's intent is to restate, integrate **and amend** by specifying the amendment. If the amendment involves a name change, then name availability provisions apply**:

**The name must be distinguishable from other names on the State Treasurer's database. The Division of Revenue will check the proposed name for availability as part of the filing review process. If desired, you can reserve/register a name prior to submitting your filing by obtaining a reservation/registration. For information on name availability and reservation/registration services and fees, visit the Division's WEB site at <http://www.state.nj.us/treasury/revenue/certcomm.htm> or call (609) 292-9292 Monday-Friday, 8:30 a.m. - 4:30 p.m. When calling, Select Option 2 for Other Services, Option 3 for Service Representative, then Option 9 for General Assistance.

Field # 5 --Other Provisions (as needed)

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 30 days after the filing date.

EXECUTION (DATE/SIGNATURE)

Have the chairman, president or vice-president sign. Also, list the date of execution (signature).

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These documents should be filed in triplicate.

Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please)

Mail to: NJ Division of Revenue, PO Box 308, Trenton, NJ 08625